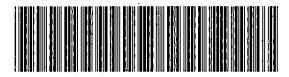
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EXAMINER

SECRETARY OF STATE

| ATTORNEYS' TITI | <u></u> | |
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| 1965 Capital Circle NE, | Suite A | |
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| Tallahassee, Fl 32308 | 850-222' | 7 |
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| NEW FILINGS | | |
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| Profit | Amendment | |
| Non-Profit | Resignation of R.A., Officer/Direct | tor |
| Non-Profit XXX Limited Liability | Resignation of R.A., Officer/Direction Change of Registered Agent | tor |
| Non-Profit XXX Limited Liability Domestication | Resignation of R.A., Officer/Direct Change of Registered Agent Dissolution/Withdrawal | tor |
| Non-Profit XXX Limited Liability | Resignation of R.A., Officer/Direction Change of Registered Agent | tor |
| Non-Profit XXX Limited Liability Domestication Other | Resignation of R.A., Officer/Direct Change of Registered Agent Dissolution/Withdrawal | |
| Non-Profit XXX Limited Liability Domestication Other OTHER FILINGS | Resignation of R.A., Officer/Direct Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION | |
| Non-Profit XXX Limited Liability Domestication Other OTHER FILINGS Annual Report | Resignation of R.A., Officer/Direct Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION Foreign | |
| Non-Profit XXX Limited Liability Domestication Other OTHER FILINGS Annual Report Fictitious Name | Resignation of R.A., Officer/Direct Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION Foreign Limited Partnership | |
| Non-Profit XXX Limited Liability Domestication Other OTHER FILINGS Annual Report | Resignation of R.A., Officer/Direct Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION Foreign | |

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

ADLER JEWELERS LLC

The undersigned, for the purpose of forming a limited liability company under Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be <u>ADLER JEWELERS LLC</u>, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be <u>2458 NW 63rd</u> Street, Boca Raton, FL 33496 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its due date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is the sale of jewelry and related objects and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Company is <u>Jane Arkin</u>, 2458 NW 63rd Street, Boca Raton, Florida 33496.

ARTICLE 7 - MANAGEMENT

| The Managers of the Company s | shall be: |
|--|--|
| Operating Managers: | JANE ARKIN |
| | RONALD ARKIN |
| whose addresses shall be the same as the | e mailing address of the Company. |
| ARTICLE 8 - ADM | MISSION OF NEW MEMBERS |
| unanimous written consent of all the me conditions as shall be determined by all interest in the Company as set forth in a shall have no right to participate in the Company or become a member unless a | e admitted to the Company except with the ember(s) of the Company and upon such terms and the member(s). A member may transfer his or her the regulations of the Company, but the transferee management of the business and affairs of the all the other member(s) of the Company other than or her interest approve of the proposed transfer by |
| ARTICLE 9 - TEF | RMINATION OF EXISTENCE |
| bankruptcy, or dissolution of a member event that terminates the continued men | upon the death, retirement, resignation, expulsion, or manager, or upon the occurrence of any other mbership of a member in the Company, unless the by the consent of all the remaining members, ng member. |
| <u>ARTIC</u> | LE 10 - MEMBERS |
| regulations adopted by the member(s) for the Company. These regulations may c | shall be elected by the member(s) in accordance with for the management of the business and affairs of contain any provisions for the regulation and any not inconsistent with law or these Articles of of the member(s) of the Company are: |
| RONALD ARKIN | 2458 NW 63rd Street Boca Raton, FL 33496 |
| JANE ARKIN | 2458 NW 63rd Street Boca Raton, FL 33496 |

JEFFREY ARKIN

2458 NW 63rd Street Boca Raton, FL 33496

ANDREW ARKIN

2458 NW 63rd Street Boca Raton, FL 33496

IN WITNESS WHEREOF. The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Boca Raton, Florida, for the foregoing uses and purposes, this Galactic Aday of February, 2008.

JANE ARKIN

Authorized Representative of the

Members

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

<u>Jane Arkin</u>, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

JANE ARKIN